

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	
DRILLMAR OIL & GAS, INC.	§	CASE NO. 09-38737
	§	Chapter 11
DEBTOR	§	

**APPLICATION TO EMPLOY
COTHAM, HARWELL & EVANS, P.C.,
AS COUNSEL FOR DEBTOR**

TO THE HONORABLE UNITED STATES BANKRUPTCY COURT JUDGE:

COMES NOW, Drillmar Oil & Gas, Inc., Debtor, ("Applicant"), and respectfully represents:

1. Applicant is the Debtor in the above named bankruptcy.
2. Applicant wishes to employ the law firm of Cotham, Harwell & Evans, a Professional Corporation (the "law firm") as counsel for the Debtor. Mark C. Harwell shall act as lead counsel for the Debtor.
3. Applicant has selected the law firm for the reason that the law firm has had considerable experience in matters of this character, and believes that the law firm is well qualified to represent Applicant in this case.
4. Applicant proposes that the law firm shall perform the following professional services:
 - (a) To assist the Debtor where necessary to negotiate and consummate non-routine sales of the assets of the Estate, including sales free and clear of liens, claims and encumbrances, and to institute any necessary proceedings in regard thereto.
 - (b) To institute objections to proofs of claim asserted against the Estate, and to prosecute all contested objections to proofs of claim asserted against the Estate.
 - (c) To aid in the representation of Applicant in any litigation against the Estate.

- (d) To investigate executory contract relationships of the Debtor and to institute any necessary proceedings to obtain authority to assume or reject such executory contracts.
- (e) To analyze, institute and prosecute actions regarding recovery of property of the Estate.
- (f) To prepare for and to institute and prosecute an examination under Bankruptcy Rule 2004 and to institute and prosecute Motions to Compel Attendance and Removal of Persons for Examination under Bankruptcy Rule 2005.
- (g) To assist in resolution of title problems associated with the Estate's property.
- (h) To analyze, institute and prosecute actions regarding insider transactions and third party dealings.
- (i) To analyze, institute and prosecute actions regarding avoidance of set-offs and avoidable transfers.
- (j) To analyze business associations of the Debtor to determine the interest of the Estate and to institute and prosecute actions to effect the recovery of such interest.
- (k) To analyze the interest of the Debtor and to institute and prosecute actions to effect the recovery of notes receivable.
- (l) To analyze the interest of the Debtor and to institute and prosecute actions to effect collection of accounts receivable.
- (m) To prosecute and defend actions currently pending and involving the Debtor.
- (n) To formulate and prosecute to confirmation a plan of reorganization.
- (o) To assist in the preparation and to file all schedules and statements required by the Code.
- (p) To defend the Debtor in connection with any contested matters.
- (q) To prepare and file fee applications for Cotham, Harwell & Evans, or other professionals retained by the Debtor, and to prosecute such applications as necessary to collect any amounts awarded by the Court.
- (r) To perform such other tasks as may be required as the general counsel for Debtor in this case.

5. Cotham, Harwell & Evans is a disinterested person as defined by §101(14).

6. Cotham, Harwell & Evans shall apply to the Court for compensation and reimbursement of expenses. Mr. Harwell's hourly rate is \$300.00.

7. Cotham, Harwell & Evans has made the Rule 2014 disclosures which are attached hereto and incorporated herein. Cotham, Harwell & Evans has no connections with the Debtor, creditors, any party-in-interest, the U.S. Trustee or its employees of which Applicant is aware.

DATED: November 17, 2009.

Respectfully submitted,

By: /S/ Mark C. Harwell

Mark C. Harwell

Attorney-in-Charge

State Bar No. 09191700/Federal No. 0772

1616 S. Voss, Suite 200

Houston, Texas 77057

Telephone: (713) 647-7511

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OF COUNSEL:

**Cotham, Harwell & Evans,
A Professional Corporation**

1616 S. Voss, Suite 200

Houston, Texas 77057

(713) 647-7511

ATTORNEYS FOR DRILLMAR OIL & GAS, INC.

DEBTOR

/S/ Ivar Siem

Ivar Siem, President of Drillmar Oil & Gas, Inc.,

Applicant

**VERIFICATION OF TRANSMITTAL
TO THE UNITED STATES TRUSTEE**

I certify that a true and correct copy of the foregoing **Application to Employ Cotham, Harwell & Evans, P.C., as Counsel for Debtor** , was sent electronically and/or U.S. First Class Mail to the United States Trustee, at 515 Rusk, Suite 3516, Houston, Texas 77002, on this 17th day of November, 2009.

/S/ Mark C. Harwell

Mark C. Harwell

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**RULE 2014(a) AND 2016(b)
DECLARATION OF PROPOSED ATTORNEYS**

This declaration of Mark C. Harwell, a shareholder of Cotham, Harwell & Evans, P.C., respectfully represents that to his best knowledge, Cotham, Harwell & Evans, a Professional Corporation represents no interest adverse to the Debtor or the Estate in the matters upon which the firm is to be engaged, and that the firm has no connections with the Debtor, any creditors, any other party in interest, their respective attorneys or accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee. Affiant submits that this firm is a "disinterested person" within the meaning of 11 U.S.C. 101(14) and that this firm's employment would be in the best interest in this Estate.

Cotham, Harwell & Evans, P.C. has not shared or agreed to share the compensation it shall receive for representation of the Debtor with any other entity. Cotham, Harwell & Evans has received a pre-petition retainer. Compensation and reimbursement for services rendered and expenses incurred shall be paid upon court approval, after application or in accordance with Local Rule 2016(b), and based upon Cotham, Harwell & Evans, P.C.'s ordinary hourly rates and reimbursement of out-of-pocket expenses.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17th day of November, 2009.

AFFIANT:

/S/ Mark C. Harwell

MARK C. HARWELL